

FEB 19 1976 -11 25 AM

INTERSTATE COMMERCE COMMISSION
SECOND AMENDMENT AGREEMENT, dated as of

February 1, 1976, among SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called the Railroad), PACCAR INC (hereinafter called the Builder) and METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Assignee).

WHEREAS the Railroad, the Builder and other parties named therein have entered into a Conditional Sale Agreement dated as of March 1, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder, the Assignee and other parties named therein have entered into an Agreement and Assignment dated as of March 1, 1975 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 28, 1975, at 3:15 p.m., and assigned recordation number 7876;

WHEREAS the Conditional Sale Agreement and the Agreement and Assignment were amended by the Amendment Agreement dated as of October 1, 1975, among the Railroad, the Builder and the Assignee (hereinafter called the First Amendment Agreement);

WHEREAS the First Amendment Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 2, 1975, at 10:50 a.m., and assigned recordation number 7876-A; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement by adding certain units of Equipment (as defined in the Conditional Sale Agreement) not heretofore included in Schedule B thereof:

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. Item (b) on page 1 of Schedule B of the Conditional Sale Agreement, as amended, is hereby further amended to add the following additional units of Equipment to those set forth therein:

Type: 100-ton, 2300 cu. ft. open top hopper
cars

Quantity: 4

Builder's Specifications: PC-404 dated April 18,
1975

Builder's Plant: Renton, Washington

Railroad's Numbers (inclusive): SP 466040-
466043

Unit Base Price: \$26,430.28

Total Base Price: \$105,721.12

Time and Place of Delivery: February-March
1976, at Builder's
Plant

2. The Total Cost of the Equipment as set forth on page 2 of said Schedule B is hereby amended to read \$50,171,060.12.

3. The Assignment, as amended, is hereby further amended to permit the aforesaid amendments to the Conditional Sale Agreement, as amended, as though originally set forth therein.

4. The Railroad will promptly cause this Second Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement, as amended.

5. Although this Second Amendment Agreement is dated for convenience as of the date first set forth above and shall be effective as of such date, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

6. Except as hereby further amended, the Conditional Sale Agreement and the Assignment, each as amended, shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused

their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY,

by Robert J. McLean
Vice President and Treasurer

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

PACCAR INC,

by B. Jameson
Vice President

[Corporate Seal]

Attest:

Robert W. Ocker
Assistant Secretary

METROPOLITAN LIFE INSURANCE COMPANY,

by William D. Randolph
Vice President

by John C. Koser
Assistant General Counsel

[Corporate Seal]

Attest:

Ronald H. Wilkerson
Assistant Secretary

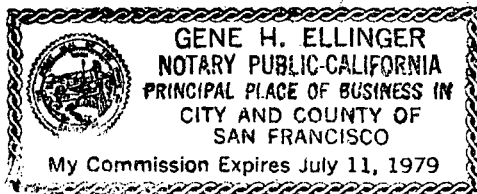
STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this 17th day of February 1976, before me personally appeared Robert J. McLean, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gene H. Ehringer
Notary Public

[Notarial Seal]

My Commission Expires



STATE OF WASHINGTON,)
) ss.:
COUNTY OF KING,)

On this ^{13th} day of February 1976, before me personally appeared B. C. Queson ~~J. J. Kelley~~, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of PACCAR INC, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia K. Gibson
Notary Public

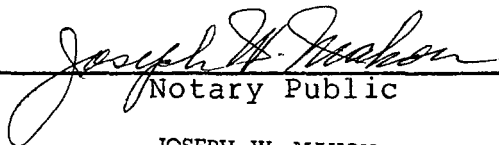
[Notarial Seal]

My Commission Expires

1/24/77

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 10th day of February 1976, before me personally appeared William J. Blanchfield and John C. Kelsh, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant General Counsel of METROPOLITAN LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My Commission Expires 3-30-76

JOSEPH W. MAHON
NOTARY PUBLIC, State of New York
No. 41-7689750
Qualified in Queens County
Cert. filed in New York County
Commission Expires March 30, 1976